

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF TEXAS

Case number (if known)

Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name P10 Industries, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

FKA Active Power, Inc.

3. Debtor's federal Employer Identification Number (EIN) 74-2961657

4. Debtor's address Principal place of business

2128 West Braker Lane
BK-12
Austin, TX 78758

Number, Street, City, State & ZIP Code

Travis

County

Mailing address, if different from principal place of business

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.p10industries.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5511

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☒ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☒ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
- ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **P10 Industries, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **March 22, 2017**
MM / DD / YYYY

X /s/ Jay Powers
Signature of authorized representative of debtor

Title **CFO**

Jay Powers
Printed name

18. Signature of attorney

X /s/ Eric Terry
Signature of attorney for debtor

Date **March 22, 2017**
MM / DD / YYYY

Eric Terry
Printed name

Eric Terry Law, PLLC
Firm name

**4040 Broadway
Suite 350
San Antonio, TX 78209**
Number, Street, City, State & ZIP Code

Contact phone **(210) 468-8274** Email address **eric@ericterryllaw.com**

00794729
Bar number and State

P10 INDUSTRIES, INC.

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

March 21, 2017

Pursuant to Section 141(f) of the Delaware General Corporation Law, the undersigned, constituting all of the members of the board of directors (the “**Board**”) of P10 Industries, Inc., a Delaware corporation formerly known as Active Power, Inc. (the “**Corporation**”), hereby adopts the following resolutions:

WHEREAS, on September 29, 2016, the Corporation, Piller USA, Inc. (“**Piller**”), and Langley Holding plc (“**Langley**”) entered into an Asset Purchase Agreement (the “**Purchase Agreement**”);

WHEREAS, pursuant to the Purchase Agreement, on November 19, 2016, Piller, a wholly owned subsidiary of Langley, purchased substantially all of the assets of the Corporation from the Corporation;

WHEREAS, the Purchase Agreement provided that the Corporation and Piller would enter into a sublease for the Corporation’s headquarters facility located at 2128 W. Braker Lane, Austin, Texas (the “**Facility**”), which is leased by the Corporation pursuant to a lease agreement, dated September 27, 200, as amended, between the Corporation, as tenant and Levy Braker Associates, LLC, as landlord (“**Landlord**”);

WHEREAS, the Landlord would not consent to the sublease to Piller, and the Corporation, Piller and Langley executed a letter agreement in which the parties waived the requirement that Piller and the Corporation enter into the sublease for the Facility prior to the closing under the Purchase Agreement, agreed to use their commercially reasonable efforts to reach a mutually agreeable solution to the issue of Piller’s access to the Facility, Piller agreed to remit to the Corporation all rent and building and facilities expenses associated with the Facility for each month Piller has access to the Facility, and the Corporation agreed to retain the deferred rent expense liability associated with the Facility lease (the “**Lease Obligation**”);

WHEREAS, the Corporation has continued to search for sources of financing its new strategy of protecting the Corporation’s U.S. federal and state tax benefits and research and development credit carry-forwards and make acquisitions of profitable operations that could utilize its tax benefits;

WHEREAS, the Corporation has been unable to obtain financing from any sources other than the possibility of financing from 210/P10 Acquisition Partners, LLC, d/b/a 210/P10 Investment LLC (“**210**”);

WHEREAS, as a condition of providing such financing, 210 has required that the Corporation resolve the Lease Obligation in a chapter 11 process;

WHEREAS, after consultation with counsel to the Corporation, management has recommended to the Board that the Corporation file a chapter 11 case, obtain financing from 210 and resolve the Lease Obligation to protect the assets and properties of the Corporation and to preserve the value of the Corporation for the benefit of its creditors, employees, stockholders and other interested parties and have requested the approval of the Board to make such filing;

WHEREAS, the Board has reviewed and considered the materials presented by the Corporation's management and the Corporation's legal advisors regarding the liabilities and liquidity of the Corporation, the alternatives available to it, and the impact of the foregoing on the Corporation's business; and

WHEREAS, the Board has had the opportunity to consult with the Corporation's management and the Corporation's legal advisors and fully consider each of the alternatives available to the Corporation.

Filing and Prosecution of Chapter 11 Bankruptcy Case

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interest of the Corporation that the Corporation file or cause to be filed a voluntary petition (the "***Chapter 11 Petition***") seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "***Bankruptcy Code***"); and it is further

RESOLVED, that, prior to the filing of the Chapter 11 Petition, the Corporation enter into that certain Restructuring Support Agreement, by and between the Corporation and 210, in substantially the form provided to the Board (the "***210 Support Agreement***"), and that certain Restructuring Support Agreement, by and between the Corporation and Langley (the "***Langley Support Agreement***," and together with the 210 Support Agreement, the "***Support Agreements***"); and be it further

RESOLVED, that the form, terms and provisions of the Support Agreements are hereby approved, adopted and confirmed, and that executive officers of the Corporation (collectively, the "***Authorized Officers***") be, and each of them hereby is, authorized and directed, for and in the name and on behalf of the Corporation, to execute and deliver, to the appropriate parties, the Support Agreements, substantially in the form submitted to and reviewed by the Board, with such changes therein or additions thereto as the Authorized Officer executing the same shall approve with the advice of legal counsel, the execution and delivery of such agreement by such Authorized Officer to be conclusive evidence of the approval of the Board thereof and all matters relating thereto; and be it further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized and directed to execute and verify the Chapter 11 Petition and to cause the same to be filed in the United States Bankruptcy Court for the Western District of Texas (the "***Bankruptcy Court***"), in such form and at such time on or after March 22, 2017 as such Authorized Officer(s) shall determine; and be it further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized to execute and file (or direct others to do so on behalf of the Corporation as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, including motions to be filed

and prosecuted pursuant to the terms of the 210 financing, lists, applications, pleadings, motions for use of cash collateral, financing agreements and security agreements and related documents, stipulations as needed under all sections of the Bankruptcy Code, a plan of reorganization and disclosure statement and other papers in connection with the chapter 11 case; and it is further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized to execute and file (or direct others to do so on behalf of the Corporation as provided herein) all necessary documents relating to the 210 financing, including, but not limited to, filing a securities purchase agreement, a loan agreement and a related promissory note, and a registration rights agreement, and performing any other action necessary for such financing by 210; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation and its Subsidiaries; and it is further

Authorization of Amendment to Rights Agreement; Delaware 203

WHEREAS, the Board deems it advisable, and in the best interests of the Corporation, to take action to ensure that the Purchaser is no subject to certain restrictions applicable to business combinations.

RESOLVED, that the Corporation enter into an amendment to that certain Rights Agreement, dated as of June 15, 2016, between the Corporation and American Stock Transfer & Trust Company, LLC, as Right Agent, in the form distributed to the Board; and be it further

RESOLVED, that the form, terms and provisions of the amendment to the Rights Agreement is hereby approved, adopted and confirmed; and be it further

RESOLVED, that the restrictions applicable to business combinations contained in Section 203 of the DGCL be inapplicable to the execution, delivery and performance by the Corporation of the 210 Support Agreement and the Definitive Documentation (defined therein), and the consummation of the transactions contemplated thereby, including the issuance of shares of the Corporation capital stock to 210; and be it further

Employment of Professionals

RESOLVED, that the law firm of Eric Terry, PLLC be, and hereby is, employed under general retainer as bankruptcy counsel for the Corporation in the chapter 11 case, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Eric Terry, PLLC; and it is further

RESOLVED, that the law firm of Reiter, Brunel & Dunn, PLLC be, and hereby is, employed under general retainer as corporate counsel for the Corporation in the chapter 11 case, and the

Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Reiter, Brunel & Dunn, PLLC; and it is further

General Authorizing Resolutions for Chapter 11

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is authorized and directed, in the name of and on behalf of the Corporation, under the corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Corporation, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such Authorized Officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that all authorized acts, transactions, or agreements undertaken prior to the adoption of these resolutions by any officer of the Corporation in connection with the foregoing matters are hereby authorized, approved, ratified, confirmed and adopted as the acts of the Corporation; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed to certify and attest any documents or materials which they deem necessary, desirable or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Corporation.

Omnibus Resolutions

RESOLVED that any of the appropriate officers of the Corporation be, and each of them hereby is, authorized (i) to prepare, execute, deliver and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, (ii) to pay or cause to be paid on behalf of the Corporation any related costs and expenses and (iii) to take such other actions, in the name and on behalf of the Corporation, as each such officer, in his discretion, shall deem necessary or advisable to complete and effect the foregoing transactions or to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, the preparation, execution, delivery and performance of any such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, the payment of any such costs or expenses and the performance of any such other acts shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

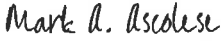
RESOLVED that all actions heretofore taken by the officers and directors of the Corporation with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Action by Unanimous Written Consent of the Board of Directors as of the date first set forth above, which may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the date first above written. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.

DocuSigned by:

C5B92B686B784FC...
Daryl Dulaney

DocuSigned by:

01683429DA1343E...
Mark A. Ascolese

DocuSigned by:

DCC438BF7E1A43E...
Stephen Clearman

Fill in this information to identify the case:

Debtor name **P10 Industries, Inc.**

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **March 22, 2017**

X /s/ Jay Powers

Signature of individual signing on behalf of debtor

Jay Powers

Printed name

CFO

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **P10 Industries, Inc.**
 United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders
12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
ADP LLC 1851 N. Resler Dr. MS-100 El Paso, TX 79912		Payroll Services				\$0.00
American Stock Transfer 59 Maiden Lane Plaza Level New York, NY 10038		Professional Services				\$0.00
CPA Global 2318 Mill Rd 12th Floor Alexandria, VA 22314		Professional Services				\$0.00
Grant Thornton 1717 Main St. Ste. 1800 Dallas, TX 75201		Professional Services				\$15,000.00
HPI Corporate Services 3600 North Capital of Texas Hwy Building B, Suite 250 Austin, TX 78746		Professional Services				\$0.00
Langley Holdings, LLC Enterprise Way Retford Nottinghamshire DN22 7HH United Kingdom		APA and non-residential real property lease	Contingent			\$0.00
Levy Braker 12 Associates, LLC 3701 Executive Center Dr. Suite 110 Austin, TX 78732		Non residential lease	Contingent			\$5,937,993.00

Debtor **P10 Industries, Inc.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Marketwired 100 N. Sepulveda Blvd. #325 El Segundo, CA 90245		Trade debt				\$0.00
Metcalfe Wolfe Stuart & Williams, LLP 221 W. 6th St., Ste 1300 Austin, TX 78701		Professional Services				\$1,726.00
NASDAQ Corporate Solutions One Liberty Plaza 49th Floor New York, NY 10006		Website Hosting				\$0.00
Novelty Capital Group LLC 409 E. Main St. Ste. 200 Richmond, VA 23219		Professional Services				\$0.00
OTC IQ 304 Hudson St. 3rd Floor New York, NY 10013		Trade debt				\$0.00
PMB Helin Donovan 12301 Research Blvd. Ste. 160 Austin, TX 78759		Professional Services				\$0.00
Pope Shamsie & Dooley LLP 4201 W. Parmer, Ste. B-200 Austin, TX 78727		Professional Services				\$0.00
Rachelle Covington 3205 Bay Hill Lane Round Rock, TX 78664		Professional Services				\$0.00
Vincent Serafino 1601 Elm Street Suite 4100 Dallas, TX 75201		legal services				\$9,205.26

Fill in this information to identify the case:Debtor name **P10 Industries, Inc.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*..... \$ **0.00****1b. Total personal property:**Copy line 91A from *Schedule A/B*..... \$ **4,932,363.37****1c. Total of all property:**Copy line 92 from *Schedule A/B*..... \$ **4,932,363.37****Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ **0.00****3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ **0.00****3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ **6,979,729.31****4. Total liabilities**
Lines 2 + 3a + 3b\$ **6,979,729.31**

Fill in this information to identify the case:Debtor name **P10 Industries, Inc.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. **Silicon Valley Bank****Checking****3987****\$1,103,810.41****4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$1,103,810.41**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

7.1. **Levy Braker 12 Associates - Security deposit on Braker Facility Lease****\$179,218.75****8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

8.1. **Dubois Bryant & Campbell - Legal Retainer****\$50,000.00**

Debtor P10 Industries, Inc.
Name

Case number (If known) _____

8.2. **Delaware franchise tax prepayment**

\$15,334.21

9. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$244,552.96

Part 3: Accounts receivable

10. **Does the debtor have any accounts receivable?**

- ☒ No. Go to Part 4.
☐ Yes Fill in the information below.

Part 4: Investments

13. **Does the debtor own any investments?**

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. **Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☐ No. Go to Part 8.
☒ Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
40. Office fixtures			
41. Office equipment, including all computer equipment and communication systems equipment and software			
Two laptop computers	\$4,000.00	Tax records	\$4,000.00
One Server			

42. **Collectibles** *Examples:* Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

Debtor **P10 Industries, Inc.**
Name

Case number (If known)

43. **Total of Part 7.**
Add lines 39 through 42. Copy the total to line 86.

\$4,000.00

44. **Is a depreciation schedule available for any of the property listed in Part 7?**
☒ No
☐ Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**
☒ No
☐ Yes

Part 8: Machinery, equipment, and vehicles

46. **Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. **Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

- ☐ No. Go to Part 11.
☒ Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets See attached Exhibit A	\$0.00	Expert	\$3,580,000.00

61. **Internet domain names and websites**
62. **Licenses, franchises, and royalties**
63. **Customer lists, mailing lists, or other compilations**
64. **Other intangibles, or intellectual property**
65. **Goodwill**

66. **Total of Part 10.**
Add lines 60 through 65. Copy the total to line 89.

\$3,580,000.00

67. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107?
☒ No
☐ Yes

68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**
☒ No
☐ Yes

69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**

Debtor **P10 Industries, Inc.**
Name

Case number *(If known)* _____

- ☒ No
☐ Yes

Part 11: **All other assets**

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.
☐ Yes Fill in the information below.

Debtor **P10 Industries, Inc.**
Name

Case number (If known)

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$1,103,810.41	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$244,552.96	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$4,000.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$3,580,000.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$0.00	
91. Total. Add lines 80 through 90 for each column	\$4,932,363.37	+ 91b. \$0.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$4,932,363.37

Fill in this information to identify the case:

Debtor name **P10 Industries, Inc.**

United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☐ Yes. Fill in all of the information below.

Fill in this information to identify the case:Debtor name **P10 Industries, Inc.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims**1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims****3. List in alphabetical order all of the creditors with nonpriority unsecured claims.** If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address ADP LLC 1851 N. Resler Dr. MS-100 El Paso, TX 79912 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Payroll Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Unknown
3.2	Nonpriority creditor's name and mailing address American Stock Transfer 59 Maiden Lane Plaza Level New York, NY 10038 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Unknown
3.3	Nonpriority creditor's name and mailing address CPA Global 2318 Mill Rd 12th Floor Alexandria, VA 22314 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Unknown
3.4	Nonpriority creditor's name and mailing address Grant Thornton 1717 Main St. Ste. 1800 Dallas, TX 75201 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$15,000.00

3.5	Nonpriority creditor's name and mailing address HPI Corporate Services 3600 North Capital of Texas Hwy Building B, Suite 250 Austin, TX 78746 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Professional Services Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.6	Nonpriority creditor's name and mailing address James A. Powers 141 Tanksley Circle Georgetown, TX 78628 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$301,373.77 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Severance plus benefits \$298,143.00 plus expense plus 3 days of salary Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.7	Nonpriority creditor's name and mailing address Langley Holdings, LLC Enterprise Way Retford Nottinghamshire DN22 7HH United Kingdom Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: APA and non-residential real property lease Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.8	Nonpriority creditor's name and mailing address Levy Braker 12 Associates, LLC 3701 Executive Center Dr. Suite 110 Austin, TX 78732 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$5,937,993.00 <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Non residential lease Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.9	Nonpriority creditor's name and mailing address Mark A. Ascolese 430 Allister Dr., #306 Raleigh, NC 27609 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$714,431.28 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: One year severance plus benefits \$468,143.00; bonus due in cash of \$240,975 and 185,365 of shares of P10 plus 3 days salary Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.10	Nonpriority creditor's name and mailing address Marktwired 100 N. Sepulveda Blvd. #325 El Segundo, CA 90245 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.11	Nonpriority creditor's name and mailing address Metcalf Wolfe Stuart & Williams, LLP 221 W. 6th St., Ste 1300 Austin, TX 78701 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$1,726.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Professional Services Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

3.12	Nonpriority creditor's name and mailing address NASDAQ Corporate Solutions One Liberty Plaza 49th Floor New York, NY 10006 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Website Hosting</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.13	Nonpriority creditor's name and mailing address Novelty Capital Group LLC 409 E. Main St. Ste. 200 Richmond, VA 23219 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.14	Nonpriority creditor's name and mailing address OTC IQ 304 Hudson St. 3rd Floor New York, NY 10013 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.15	Nonpriority creditor's name and mailing address PMB Helin Donovan 12301 Research Blvd. Ste. 160 Austin, TX 78759 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.16	Nonpriority creditor's name and mailing address Pope Shamsie & Dooley LLP 4201 W. Parmer, Ste. B-200 Austin, TX 78727 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.17	Nonpriority creditor's name and mailing address Rachelle Covington 3205 Bay Hill Lane Round Rock, TX 78664 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.18	Nonpriority creditor's name and mailing address Vincent Serafino 1601 Elm Street Suite 4100 Dallas, TX 75201 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>legal services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$9,205.26

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
--------------------------	---------------------------------------------------------------------------	-----------------------------------------

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

- 5a. Total claims from Part 1
- 5b. Total claims from Part 2

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

Total of claim amounts		
5a.	\$	0.00
5b.	+	\$ 6,979,729.31
5c.	\$	6,979,729.31

Fill in this information to identify the case:Debtor name **P10 Industries, Inc.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases****12/15****Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.****1. Does the debtor have any executory contracts or unexpired leases?**☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).**2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.1.	State what the contract or lease is for and the nature of the debtor's interest	Contract for American Stock Transfer to act as stock transfer agent	
	State the term remaining	indefinite	American Stock Transfer
	List the contract number of any government contract		59 Maiden Lane
			Plaza Level
			New York, NY 10038
2.2.	State what the contract or lease is for and the nature of the debtor's interest	Subleasing Listing Agreement expiring January 12, 2018	
	State the term remaining	10 months	HPI Corporate Services
	List the contract number of any government contract		3600 North Capital of Texas Hwy
			Building B, Suite 250
			Austin, TX 78746
2.3.	State what the contract or lease is for and the nature of the debtor's interest	Non-residential real property lease	
	State the term remaining	5 years	Levy Braker 12 Associates, LLC
	List the contract number of any government contract		3701 Executive Center Dr.
			Suite 110
			Austin, TX 78732
2.4.	State what the contract or lease is for and the nature of the debtor's interest	Patent Advisory Services	
	State the term remaining	expires November 22, 2017	Novelty Capital Group LLC
	List the contract number of any government contract		409 E. Main St.
			Ste. 200
			Richmond, VA 23219

Additional Page if You Have More Contracts or Leases

2. List all contracts and unexpired leases		State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease	
2.5.	<div>State what the contract or lease is for and the nature of the debtor's interest</div> <div>State the term remaining</div> <div>List the contract number of any government contract</div>	<div>Preparation of federal tax return</div> <div>indefinite</div>	<div>Pope Shamsie & Dooley LLP</div> <div>4201 W. Parmer, Ste. B-200</div> <div>Austin, TX 78727</div>
2.6.	<div>State what the contract or lease is for and the nature of the debtor's interest</div> <div>State the term remaining</div> <div>List the contract number of any government contract</div>	<div>Consulting services regarding tax return and deregistering Active Power</div> <div>indefinite</div>	<div>Rachelle Covington</div> <div>3205 Bay Hill Lane</div> <div>Round Rock, TX 78664</div>
2.7.	<div>State what the contract or lease is for and the nature of the debtor's interest</div> <div>State the term remaining</div> <div>List the contract number of any government contract</div>	<div>Legal engagement for landlord/tenant issues</div> <div>Indefinite</div>	<div>Vincent Serafino</div> <div>1601 Elm Street</div> <div>Suite 4100</div> <div>Dallas, TX 75201</div>

Fill in this information to identify the case:Debtor name **P10 Industries, Inc.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.

☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:*

2.1

Street

City

State

Zip Code

☐ D☐ E/F☐ G

2.2

Street

City

State

Zip Code

☐ D☐ E/F☐ G

2.3

Street

City

State

Zip Code

☐ D☐ E/F☐ G

2.4

Street

City

State

Zip Code

☐ D☐ E/F☐ G

Fill in this information to identify the case:Debtor name **P10 Industries, Inc.**United States Bankruptcy Court for the: **WESTERN DISTRICT OF TEXAS**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy****04/16**

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****For prior year:**From **1/01/2016** to **12/31/2016****Sources of revenue**
Check all that apply☒ Operating a business☐ Other _____**Gross revenue**
(before deductions and exclusions)**\$31,753,000.00****For year before that:**From **1/01/2015** to **12/31/2015**☒ Operating a business☐ Other _____**\$57,421,000.00****2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.**Description of sources of revenue****Gross revenue from each source**
(before deductions and exclusions)**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.**Creditor's Name and Address****Dates****Total amount of value****Reasons for payment or transfer**
Check all that apply3.1. **Rachelle Covington**
3205 Bay Hill Lane
Round Rock, TX 78664**01/24/17,**
2/10/17,
3/1/17, and
3/14/17**\$16,650.00**☐ Secured debt
☐ Unsecured loan repayments
☐ Suppliers or vendors
☒ Services
☐ Other _____

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.2. Grant Thornton LLP 1717 Main St. Dallas, TX 75201	3/3/2017	\$10,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other _____
3.3. Novelty Capital Group LLC 409 E. Main St. Ste. 200 Richmond, VA 23219	1/18/17 and 3/7/17	\$20,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other _____
3.4. PMB Helin Donovan 12301 Research Blvd. Ste. 160 Austin, TX 78759	2/24/17, 3/7/17 and 3/14/17	\$43,500.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other _____
3.5. Reiter, Brunel & Dunn, PLLC 6805 Capital of Texas Hwy N Ste. 318 Austin, TX 78731	12/26/16, 1/6/17, 2/3/17, and 3/7/17	\$37,698.75	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other _____
3.6. Vinson & Elkins 2801 Via Fortuna Ste. 100 Austin, TX 78746	12/29/16	\$48,203.68	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other _____
3.7. Pope Shamsie & Dooley 4201 W. Palmer, Ste. B-200 Austin, TX 78727	3/14/17	\$19,294.50	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other _____
3.8. Arthur J. Gallagher 221 W 6th St., #1980 Austin, TX 78701	2/2/17	\$40,750.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
3.9. CPA Global 2318 Mill Rd 12th Floor Alexandria, VA 22314	3/7/17	\$6,909.07	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.10 Levy Braker 12 Associates, LLC 3701 Executive Center Dr. Suite 110 Austin, TX 78732	1/3/17, 1/10/17, 1/24/17, 2/1/17, 3/1/17 and 3/2/17	\$303,173.44	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other Lease payments
3.11 Workiva 2900 University Blvd. Ames, IA 50010	1/11/17 and 2/24/17	\$15,475.79	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. Mark A. Ascolese 430 Allister Dr., #306 Raleigh, NC 27609 CEO	See Attached Exhibit B SOFA #4-1	\$438,465.33	Salary and Expense Reimbursement
4.2. James A. Powers 141 Tanksley Circle Georgetown, TX 78628 CFO	See Attached Exhibit C SOFA #4-2	\$452,837.20	Salary, Bonus, Expense Reimbursement and Stock Compensation
4.3. Daryl Dulaney 12615 Colliers Reserve Dr. Naples, FL 34110 Board Member	11/16/16 and 3/14/17	\$57,620.52	Board Fees and Expense Reimbursements
4.4. Robert Greenburg 4529 Wayland Dr. Nashville, TN 37215 Board Member	11/17/16	\$37,092.39	Board Fees
4.5. James E De Venny 1605 SE 9th St. Fort Lauderdale, FL 33316 Board Member	11/17/16	\$31,793.48	Board Fees
4.6. T. Patrick Kelly 509 Furlough Dr. Austin, TX 78746 Board Member	11/17/16	\$37,542.94	Board fees
4.7. Peter Gross 403 20th St. Santa Monica, CA 90402 Board Member	11/17/16	\$30,027.17	Board Fees

Debtor **P10 Industries, Inc.**

Case number (if known) _____

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.8. Steven Sams 2901 NW 25th Terrace Boca Raton, FL 33434 Board Member	11/16/16	\$26,076.62	Board Fees

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☐ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☐ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
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8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☐ None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☐ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☐ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Dates of loss	Value of property lost

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1. Eric Terry Law, PLLC 4040 Broadway Suite 350 San Antonio, TX 78209	Retainer Paid \$51,717.00 Prepetition Fees paid \$33,917.00 Total Retainer Held at Time of Filing \$17,800.00	Retainer paid 02/27/17	\$51,717.00
Email or website address eric@ericterrylaw.com			
Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1 Langley Holdings, LLC Enterprise Way Retford Nottinghamshire DN22 7HH United Kingdom	Sale of all business assets and liabilities for \$1	11/19/16	\$5,000,000.00
Relationship to debtor None			

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address

Dates of occupancy
From-To**Part 8: Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☐ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services
the debtor providesIf debtor provides meals
and housing, number of
patients in debtor's care**Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**

- ☐ No.
- ☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
- ☒ Yes. Does the debtor serve as plan administrator?

☐ No Go to Part 10.☒ Yes. Fill in below:

Name of plan

**Active Power, Inc. 401(k) Plan; Transferred to Pillar on date of
sale 11/19/16**

Employer identification number of the plan

EIN: **332489-01**

Has the plan been terminated?

- ☐ No
- ☒ Yes

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ NoneFinancial Institution name and
AddressLast 4 digits of
account numberType of account or
instrumentDate account was
closed, sold,
moved, or
transferredLast balance
before closing or
transfer

18.1. **Silicon Valley Bank**
504 Lavaca St., #1100
Austin, TX 78701

XXXX-4169

- ☒ Checking
- ☐ Savings
- ☐ Money Market
- ☐ Brokerage
- ☐ Other _____

11/19/16
Transferred as
part of sale of
business

\$0.00

	Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.2.	Silicon Valley Bank 504 Lavaca St., #1100 Austin, TX 78701	XXXX-5782	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input checked="" type="checkbox"/> Other <u>Clearing</u> <u>account for</u> <u>Lockbox</u> <u>Receipts</u>	11/19/16 Transferred as part of sale of business	\$0.00
18.3.	Silicon Valley Bank 504 Lavaca St., #1100 Austin, TX 78701	XXXX-3009	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input checked="" type="checkbox"/> Other <u>Clearing</u> <u>Account for Stock</u> <u>Option Receipts</u>	11/19/16 Transferred as part of sale of business	\$0.00
18.4.	Silicon Valley Bank 504 Lavaca St., #1100 Austin, TX 78701	XXXX-4620	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input checked="" type="checkbox"/> Other <u>Clearing</u> <u>Account for Flex</u> <u>Spending</u> <u>Clearance</u>	11/19/16 Transferred as part of sale of business	\$2,903.30
18.5.	Silicon Valley Bank 504 Lavaca St., #1100 Austin, TX 78701	XXXX-3380	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other ____	11/19/16 Transferred as part of sale of business	\$0.00
18.6.	Silicon Valley Bank 504 Lavaca St., #1100 Austin, TX 78701	XXXX-0502	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input checked="" type="checkbox"/> Other <u>Clearing</u> <u>Account for SVB</u> <u>Sweep</u>	11/19/16 Transferred as part of sale of business	\$2,604,865.69

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
-----------------------------------------	----------------------------------------------	-----------------------------	-----------------------

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☐ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☐ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☐ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN. Dates business existed
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Business name address		Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
			Dates business existed
25.1.	Active Power (Switzerland) AG c/o Domanda Verwaltungs GmbH Baarerstrasse 43 6302 Zug	Holding company of Active Power (Germany) GmbH	EIN: CHE-112.796.518 From-To 2/17/06 - 11/19/16
25.2.	Active Power Solutions Limited Unit 1.2 Lauriston Business Park Pitchill Evesham Worcestershire WR11 8SN	Sales and Service Subsidiary for Active Power	EIN: 214/WZ93124 From-To 8/23/07 - 11/19/16
25.3.	Active Power (Germany) GmbH An der Leege 22 37520 Osterode am Harz Osterode Germany	Sales and Service Subsidiary for Active Power	EIN: 232902920202027 From-To 05/06/10 - 11/19/16
25.4.	Active Power (Hong Kong) Limited 36/F Tower Two Times Square 1 Matheson St. Causeway Bay HK	Holding Company of Active Power (Beijing) Co. Limited	EIN: 1257064 From-To 07/15/08 - 11/19/16
25.5.	Active Power (Beijing) Co. Limited Unit 06-07, 5th Floor of Tower A No. 8, Jianguomennei Dajie, Dongcheng Di Beijing, China	Sales and Service Subsidiary for Active Power	EIN: NA From-To 9/17/10 - 11/19/16

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address		Date of service From-To
26a.1.	James A. Powers 141 Tanksley Circle Georgetown, TX 78628	12/2013 - present

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address		Date of service From-To
26b.1.	Grant Thornton 700 Milliam St., Ste. 300 Houston, TX 77002	1/1/10 - 12/20/16

Name and address		Date of service From-To
26b.2.	PMB Helin Donovan 12301 Research Blvd. Ste. 160 Austin, TX 78759	12/22/16 - Present

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address		If any books of account and records are unavailable, explain why
26c.1.	James A. Powers 141 Tanksley Circle Georgetown, TX 78628	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
------------------------------------------------------------------	-------------------	---------------------------------------------------------------------------------

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Daryl Dulaney	12615 Colliers Reserve Dr. Naples, FL 34110	Chairman of the Board	
Stephen Clearman	52 Garner Rd. Valatie, NY 12184	Board Member and Shareholder	15%
Mark A. Ascolese	430 Allister Dr., #306 Raleigh, NC 27609	CEO and Board Member	
James A. Powers	141 Tanksley Circle Georgetown, TX 78628	CFO	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No

☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
T. Patrick Kelly	509 Furlough Dr. Austin, TX 78746	Board Member	1/2013 - 11/22/16
Name	Address	Position and nature of any interest	Period during which position or interest was held
James E De Venny	1605 SE 9th St. Fort Lauderdale, FL 33316	Board Member	3/2008 - 11/23/16
Name	Address	Position and nature of any interest	Period during which position or interest was held
Robert Greenburg	4529 Wayland Dr. Nashville, TN 37215	Board Member	3/2009 - 11/28/16
Name	Address	Position and nature of any interest	Period during which position or interest was held
Peter Gross	403 20th St. Santa Monica, CA 90402	Board Member	2/2015 - 11/25/16
Name	Address	Position and nature of any interest	Period during which position or interest was held
Steven Sams	2901 NW 25th Terrace Boca Raton, FL 33434	Board Member	2/2016 - 11/23/16

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1 See Response to SOFA #4			
Relationship to debtor			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
--------------------------------	----------------------------------------------------------

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
--------------------------------	----------------------------------------------------------

Debtor **P10 Industries, Inc.**

Case number (if known)

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **March 22, 2017**

/s/ Jay Powers

Signature of individual signing on behalf of the debtor

Jay Powers

Printed name

Position or relationship to debtor **CFO**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No

☐ Yes

**United States Bankruptcy Court
Western District of Texas**

In re **P10 Industries, Inc.**

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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*** See attached Supplemental Statement**

Aaron Hlusko 3010 Brass Buttons Tr. Austin, TX 78734	Common Stock	100	Shareholder
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Active Power Inc RSP Attn: Head of Relationship Mgmt 6201 15th Ave Brooklyn, NY 11219	Common Stock	8340	Shareholder
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Andel J. Jowers 613 W. Gift Ave. Peoria, IL 61604	Common Stock	9	Shareholder
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Arthur Lowenstein PO Box 222 Garrison, NY 10524	Common Stock	68	Shareholder
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Arthur Odusanya CUST Omagbeni Onipede 4104 Kern St. Antioch, CA 94531	Common Stock	4	Shareholder
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Arthur Tricka 14 Dodd Hill Rd. Hague, NY 12836	Common Stock	40	Shareholder
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Assyvo Capital Corp B V I 435 E 57th St Apt 15A New York, NY 10022	Common Stock	213	Shareholder
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AST Exchange Agent #14597 Active Power 6201 15th Ave. Brooklyn, NY 11219	Common Stock	7350	Shareholder
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Benjamin Joseph Suhrstedt 9606 NE 425th St. Woodland, WA 98674	Common Stock	20	Shareholder
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Bernina 2000 22 Church St. Hamilton HM Bermuda	Common Stock	125	Shareholder
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In re: **P10 Industries, Inc.**

Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Betty Ann Richardson 1260 Wayne Way Rd. NW Corydon, IN 47112	Common Stock	18	Shareholder
Brett R. Sorensen 3186 S. 800 W Syracuse, UT 84075	Common Stock	20	Shareholder
BSD Inc 3091 Woodlane Cove Germantown, TN 38138	Common Stock	362	Shareholder
C. Kemmons Wilson Jr. c/o Kemmons Wilson Inc. 8700 W. Trail Lake Dr., #300 Memphis, TN 38125	Common Stock	616	Shareholder
Carol E. Touchstone 3829 Stratford Dallas, TX 75205	Common Stock	76	Shareholder
Cede & Co (Fast Account) PO Box 20 Bowling Green Station New York, NY 10004	Common Stock	23392247	Shareholder
Chuck W. Yates 3805 W. Alabama #4207 Houston, TX 77027	Common Stock	52	Shareholder
Claude Roule c/o Newtek Silic 583 8 Rue de L'Esterel 94663 Rungis Cedex France	Common Stock	190	Shareholder
David Badger 2506 Lohman Ford Rd. Lago Vista, TX 78645	Common Stock	28	Shareholder
David Gautreau 105 N 9th St. Fort Calhoun, NE 68023	Common Stock	1	Shareholder
David K. Lewis 1616 Fairfield Dr. Stillwater, OK 74074	Common Stock	128	Shareholder

In re: **P10 Industries, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Donald Hudson 4902 Rollingwood Dr. West Lake Hills, TX 78746	Common Stock	1026	Shareholder
Douglas Dean Cowan Jr. PO Box 5266 Round Rock, TX 78683	Common Stock	585	Shareholder
Edna Armstrong 2206 Willow Way Round Rock, TX 78664	Common Stock	768	Shareholder
Elliott J. Morenton 5338 Judalon Lane Houston, TX 77056	Common Stock	1853	Shareholder
Emily Moore Bragorgos Cust Andrew Herbert Rhea Bragorgos 130 Grove Park Rd. Memphis, TN 38117	Common Stock	50	Shareholder
Eugene F. Briskman 20 Chapel St. C909 Brookline, MA 02446	Common Stock	53	Shareholder
Frank A. Bernstein CUST Taylow A Bernstein Under Unif Tran Min Act 10436 Wake Robin Lake Grand Blanc, MI 48439	Common Stock	45	Shareholder
Fred Henegar 4102 Bluffsides Ln Round Rock, TX 78665	Common Stock	1	Shareholder
Glynn Ingram 3049 Hill St. Round Rock, TX 78664	Common Stock	54	Shareholder
Harry Tobias 9880 Chantilly Point Lane Lake Worth, FL 33467	Common Stock	40	Shareholder
James Pumprey - Hillside House Ivy Dean Ln. Ash Urstwood W Sussex England RH193TN United Kingdom	Common Stock	31	Shareholder

In re: **P10 Industries, Inc.**

Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Jamieson Karson 900 Third Ave. 13th Floor New York, NY 10022	Common Stock	13	Shareholder
Janet Hyndman PO Box 50258 Austin, TX 78763	Common Stock	86	Shareholder
Jason Scheffer 612 Ranchero Rd. Leander, TX 78641	Common Stock	183	Shareholder
Jeanne Wilkinson 1226 Banbury Rd. Raleigh, NC 27607	Common Stock	108	Shareholder
Joe Ayers c/o Cumberland Securities 530 S. Gay St., Ste. 800 Knoxville, TN 37902	Common Stock	169	Shareholder
Joel A. Klarreich 175 E 96th St. Apt 26G New York, NY 10128	Common Stock	16	Shareholder
John & Elise Meadows 2903 Ridge Valley Rd. NW Atlanta, GA 30327	Common Stock	1640	Shareholder
John C. Harlan 16727 Spotted Eagle Dr. Leander, TX 78641	Common Stock	270	Shareholder
John Hardcastle 821 Fallon Lane Leander, TX 78641	Common Stock	21	Shareholder
John Pearlstein CUST Jared Leonard Unif Tran Min Act 624 Pembroke Rd. Bryn Mawr, PA 19010	Common Stock	2	Shareholder
Joseph E. Gully PO Box 116 Barry, IL 62312-0116	Common Stock	300	Shareholder

In re: **P10 Industries, Inc.**

Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Joshua Ruch Atlas Capital Holding LLC 4 Dune Rd. East Quogue, NY 11942	Common Stock	1286429	Shareholder
Judith L. Lewis 1616 Fairfield Dr. Stillwater, OK 74074	Common Stock	128	Shareholder
Judy A. Clark 6702 Saddle Ridge Rd. Arlington, TX 76016	Common Stock	80	Shareholder
Kevin Faure Rte 3 Box 641 Elgin, TX 78621	Common Stock	86	Shareholder
Kinderhook Partners, LP 2 Executive Dr. Suite 585 Fort Lee, NJ 07024	Common Stock	3526597	Common Stock
Krasna B. Vojkovich 190 Chapman Rd. Greenville, SC 29605	Common Stock	381	Shareholder
Lara Dobbs 1940 Covered Wagon Tr. Crawford, TX 76638	Common Stock	108	Shareholder
Laurel Tower 4541 Wolf Rd. Erie, PA 16505	Common Stock	20	Shareholder
Lewis R. Donelson III 165 Madison Ave. Ste. 200 Memphis, TN 38103-2723	Common Stock	240	Shareholder
Link Shareholder Services LLC 6201 15th Ave. Brooklyn, NY 11219	Common Stock	1	Shareholder
Melissa Tower 4541 Wolf Rd. Erie, PA 16505	Common Stock	20	Shareholder

In re: **P10 Industries, Inc.**

Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Michael E. Stone 1504-B Dexter Austin, TX 78704	Common Stock	237	Shareholder
Narotec Forschung-GMBH Doetter/Straubinger GMBH Haus G Eingang 19 Munich Germany	Common Stock	532	Shareholder
Neil Botwinoff 325 E 72nd St New York, NY 10021	Common Stock	15	Shareholder
O A & Linda McLeod 12504 Laramie Parke Cove Austin, TX 78726	Common Stock	139	Shareholder
P10 Industries Treasury Account 2118 Braker Lane BK12 Austin, TX 78758	Common Stock	176359	Shareholder
Pete Hlusko 604 Summerheim Dr. Erie, PA 16505	Common Stock	20	Shareholder
R. Scott Ansen 222 1/2 E 49th St. New York, NY 10017	Common Stock	1,000,000	Shareholder
Richard Hussey, Trustee T M Hederman Trust PO Box 242045 Memphis, TN 38124	Common Stock	1202	Shareholder
Robert A. Wilson 8700 Trail Lake Dr. W #300 Memphis, TN 38125	Common Stock	480	Shareholder
Robert J. & Judith L. Montagne 121 Roosevelt Ave. Cranford, NJ 07016	Common Stock	20	Shareholder
Robert S. Ellis Jr. PO Box 50168 Austin, TX 78763-0168	Common Stock	2879	Shareholder

In re: **P10 Industries, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Robert Worthington 2300 Peachford Rd. Bldg. 2 Ste. 2250 Atlanta, GA 30338	Common Stock	240	Shareholder
Roger L. Hanke 1902 S. Renn Fresno, CA 93727-6234	Common Stock	250	Shareholder
Ronald R. Stroh 4110 SE Hawthorne Blvd. PMB #715 Portland, OR 97214	Common Stock	70	Shareholder
Samuel Zurier CUST Hannah Sophia Zurier Unif Tran Min Act 330 Grotto Ave. Providence, RI 02906	Common Stock	2	Shareholder
Samuel Zurier CUST Joseph Abraham Zurier Unif Tran Min Act 330 Grotto Ave. Providence, RI 02906	Common Stock	2	Shareholder
Samuel Zurier CUST Rachael Tamara Zurier Unif Tran Min Act 330 Grotto Ave. Providence, RI 02906	Common Stock	2	Shareholder
Sara Hlusko 604 Summerheim Dr. Erie, PA 16505	Common Sotck	20	Shareholder
Shawn Joseph Suhrstedt CUST Simon Patrick Suhrstedt 4550 Cherry Creek S Dr. #1906 Denver, CO 80246	Common Stock	20	Shareholder
Shawn Joseph Suhrstedt CUST Benjamin Joseph Suhrstedt 9606 NE 425th St Woodland, WA 98674	Common Stock	2	Shareholder
Sheikha Mariam Nasser Al Sabah PO Box 433 Safat 13005 Kuwait	Common Stock	666	Shareholder

In re: **P10 Industries, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Sherry L. Nemeth 4600 Oak Creek Dr. Austin, TX 78727	Common Stock	216	Shareholder
Spence Wilson 8700 W. Trail Lake Dr., #300 Memphis, TN 38125	Common Stock	683	Shareholder
Stephen Edley 9408 Leaning Rock Circle Austin, TX 78730	Common Stock	270	Shareholder
Stephen J. Clearman c/o Kinderhook Partners LP 2 Executive Dr. Suite 585 Fort Lee, NJ 07024	Common Stock	4000	Shareholder
Stephen Rosenberg 1078 Seward Ave. Westfield, NJ 07090	Common Stock	38	Shareholder
Stephen W. Bartow 11525 Stonehollow #110 Austin, TX 78758	Common Stock	54	Shareholder
Steve Bartow 8000 Persimmon Tr. Austin, TX 78745	Common Stock	27	Shareholder
Steven R. Jones 665 Indian Springs Rd. Georgetown, TX 78628	Common Stock	172	Shareholder
Stuart B. Newman 5261 Fieldstone Rd. Bronx, NY 10471	Common Stock	7	Shareholder
The Ansen Foundation 222 1/2 E 49th St. New York, NY 10017	Common Stock	100000	Shareholder
Thomas I. Smith 32 Randell Terrace Dr. Denison, TX 75020	Common Stock	108	Shareholder

In re: **P10 Industries, Inc.**

Case No. _____

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS (Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Timothy F. Butzen N7288 Hickory Tree Rd. Plymouth, WI 53073	Common Stock	17	Shareholder
Timothy R. Hasselbach 52 Beacon Rd. Glenmont, NY 12077	Common Stock	10	Shareholder
Ulrich Otto General Manager 50968 Cologne Germany	Common Stock	1463	Shareholder
Vincent Syracuse 76 Trumbull Rd. Manhasset, NY 11030	Common Stock	19	Shareholder
William Andrew Moss 1407 Candlelight Lane Houston, TX 77018	Common Stock	9	Shareholder
William B. Weatherby 3111 Patrick Henry Dr. #630 Falls Church, VA 22044	Common Stock	58	Shareholder
William F. Indoe 125 Broad St. 33rd Floor New York, NY 10004	Common Stock	933	Shareholder
William R. Goff 500 Crescent Court Ste. 270 Dallas, TX 75201	Common Stock	114	Shareholder

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **CFO** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **March 22, 2017**Signature **/s/ Jay Powers**
Jay Powers

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Western District of Texas**

In re **P10 Industries, Inc.**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the CFO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **March 22, 2017**

/s/ Jay Powers

Jay Powers/CFO

Signer/Title

210/P10 Acquisition Partners, LLC
8214 Westchester Dr., Ste 950
Dallas, TX 75225

ADP LLC
1851 N. Resler Dr. MS-100
El Paso, TX 79912

American Stock Transfer
59 Maiden Lane
Plaza Level
New York, NY 10038

CPA Global
2318 Mill Rd
12th Floor
Alexandria, VA 22314

Gary Wright
Asst. United States Attorney
601 NW Loop 410
Ste. 600
San Antonio, TX 78216

Grant Thornton
1717 Main St.
Ste. 1800
Dallas, TX 75201

HPI Corporate Services
3600 North Capital of Texas Hwy
Building B, Suite 250
Austin, TX 78746

Internal Revenue Service
Centralized Insolvency Operations
P.O. Box 7346
Philadelphia, PA 19101

James A. Powers
141 Tanksley Circle
Georgetown, TX 78628

Jarom J. Yates
Haynes and Boone, LLP
2323 Victory Ave., Ste. 700
Dallas, TX 75219

Langley Holdings, LLC
Enterprise Way
Retford
Nottinghamshire DN22 7HH
United Kingdom

Levy Braker 12 Associates, LLC
3701 Executive Center Dr.
Suite 110
Austin, TX 78732

Mark A. Ascolese
430 Allister Dr., #306
Raleigh, NC 27609

Marketwired
100 N. Sepulveda Blvd. #325
El Segundo, CA 90245

Metcalf Wolfe Stuart & Williams, LLP
221 W. 6th St., Ste 1300
Austin, TX 78701

NASDAQ Corporate Solutions
One Liberty Plaza
49th Floor
New York, NY 10006

Novelty Capital Group LLC
409 E. Main St.
Ste. 200
Richmond, VA 23219

OTC IQ
304 Hudson St.
3rd Floor
New York, NY 10013

PMB Helin Donovan
12301 Research Blvd.
Ste. 160
Austin, TX 78759

Pope Shamsie & Dooley LLP
4201 W. Parmer, Ste. B-200
Austin, TX 78727

Rachelle Covington
3205 Bay Hill Lane
Round Rock, TX 78664

Robert D. Albergotti
Haynes and Boone, LLP
2323 Victory Ave., Ste. 700
Dallas, TX 75219

Securities and Exchange Commission
Fort Worth Regional Office
801 Cherry St.
Suite 1900, Unit 18
Fort Worth, TX 76102

Texas Comptroller of Public Accounts
Revenue Accounting Division - Bankruptcy
PO Box 13528 Capitol Station
Austin, TX 78711-3528

Texas Workforce Commission
TWC Building - Regulatory Integrity Divi
101 E 15th Street
Austin, TX 78778

The Delaware Dept of State
Division of Corporations
PO Box 898
Dover, DE 19903

Vincent Serafino
1601 Elm Street
Suite 4100
Dallas, TX 75201